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Proposed Attorneys for Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

-----	X	
	:	
In re:	:	Chapter 11
	:	
J. CREW VIRGINIA, INC.,	:	Case No. 20-[____] (____)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 03-0375626	:	
-----	X	
	:	
In re:	:	Chapter 11
	:	
CHINOS HOLDINGS, INC.,	:	Case No. 20-[____] (____)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 27-4173834	:	
-----	X	
	:	
In re:	:	Chapter 11
	:	
CHINOS INTERMEDIATE HOLDINGS A, INC.,	:	Case No. 20-[____] (____)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 27-4553301	:	
-----	X	

----- X
In re: : Chapter 11
: :
CHINOS INTERMEDIATE, INC., : Case No. 20-[____] (____)
: :
Debtor. : :
: :
Fed. Tax Id. No. 37-1873871 :
----- X

In re: : Chapter 11
: :
CHINOS INTERMEDIATE :
HOLDINGS B, INC., : Case No. 20-[____] (____)
: :
Debtor. : :
: :
Fed. Tax Id. No. 27-4553244 :
----- X

In re: : Chapter 11
: :
J. CREW GROUP, INC., : Case No. 20-[____] (____)
: :
Debtor. : :
: :
Fed. Tax Id. No. 22-2894486 :
----- X

In re: : Chapter 11
: :
J. CREW OPERATING CORP., : Case No. 20-[____] (____)
: :
Debtor. : :
: :
Fed. Tax Id. No. 22-3540930 :
----- X

----- X
:
In re: : **Chapter 11**
:
GRACE HOLMES, INC., : **Case No. 20-[____] (____)**
:
Debtor. :
:
Fed. Tax Id. No. 22-1691409 :
----- X

:
In re: : **Chapter 11**
:
H.F.D. NO. 55, INC., : **Case No. 20-[____] (____)**
:
Debtor. :
:
Fed. Tax Id. No. 22-1869438 :
----- X

:
In re: : **Chapter 11**
:
J. CREW INC., : **Case No. 20-[____] (____)**
:
Debtor. :
:
Fed. Tax Id. No. 22-2516360 :
----- X

:
In re: : **Chapter 11**
:
J. CREW INTERNATIONAL, INC., : **Case No. 20-[____] (____)**
:
Debtor. :
:
Fed. Tax Id. No. 51-0342712 :
----- X

:
In re: : **Chapter 11**
:
MADEWELL INC., : **Case No. 20-[____] (____)**
:
Debtor. :
:
Fed. Tax Id. No. 20-4928609 :
----- X

----- X
In re: : Chapter 11
: :
J. CREW BRAND HOLDINGS, LLC, : Case No. 20-[____] (____)
: :
Debtor. : :
: :
Fed. Tax Id. No. 82-1807625 :
----- X

In re: : Chapter 11
: :
J. CREW BRAND INTERMEDIATE, LLC, : Case No. 20-[____] (____)
: :
Debtor. : :
: :
Fed. Tax Id. No. 82-1793860 :
----- X

In re: : Chapter 11
: :
J. CREW BRAND, LLC, : Case No. 20-[____] (____)
: :
Debtor. : :
: :
Fed. Tax Id. No. 82-1761647 :
----- X

In re: : Chapter 11
: :
J. CREW BRAND CORP., : Case No. 20-[____] (____)
: :
Debtor. : :
: :
Fed. Tax Id. No. 82-1751616 :
----- X

In re: : Chapter 11
: :
J. CREW DOMESTIC BRAND, LLC, : Case No. 20-[____] (____)
: :
Debtor. : :
: :
Fed. Tax Id. No. 82-1778962 :
----- X

-----	x	
	:	
In re:	:	Chapter 11
	:	
J. CREW INTERNATIONAL	:	
BRAND, LLC	:	Case No. 20-[____] (____)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 82-1807471	:	
-----	x	

**MOTION OF DEBTORS FOR ENTRY OF ORDER
(I) DIRECTING JOINT ADMINISTRATION OF RELATED
CHAPTER 11 CASES AND (II) GRANTING RELATED RELIEF**

Chinos Holdings, Inc. and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), respectfully represent as follows in support of this motion (the “**Motion**”):¹

Relief Requested

1. By this Motion, pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rules 1015-1 and 9013-1 of the Local Rules of the United States Bankruptcy Court for the Eastern District of Virginia (the “**Local Bankruptcy Rules**”), the Debtors request entry of an order (a) directing joint administration of their chapter 11 cases for procedural purposes only and (b) granting related relief. Additionally, the Debtors respectfully request that the Court maintain one file and one docket for all of the jointly administered cases under the following caption:

¹ The facts and circumstances supporting the relief requested herein are set forth in the First Day Declaration (as defined herein) filed contemporaneously herewith. Capitalized terms used but not defined herein shall have the respective meanings ascribed to such terms in the First Day Declaration.

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

	X	
	:	
In re:	:	Chapter 11
	:	
CHINOS HOLDINGS, INC., et al.,	:	Case No. 20-[____] (____)
	:	
Debtors.¹	:	(Jointly Administered)
	:	
	X	

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, as applicable, are Chinos Holdings, Inc. (3834); Chinos Intermediate Holdings A, Inc. (3301); Chinos Intermediate, Inc. (3871); Chinos Intermediate Holdings B, Inc. (3244); J. Crew Group, Inc. (4486); J. Crew Operating Corp. (0930); Grace Holmes, Inc. (1409); H.F.D. No. 55, Inc. (9438); J. Crew Inc. (6360); J. Crew International, Inc. (2712); J. Crew Virginia, Inc. (5626); Madewell Inc. (8609); J. Crew Brand Holdings, LLC (7625); J. Crew Brand Intermediate, LLC (3860); J. Crew Brand, LLC (1647); J. Crew Brand Corp. (1616); J. Crew Domestic Brand, LLC (8962); and J. Crew International Brand, LLC (7471). The Debtors' corporate headquarters and service address is 225 Liberty St., New York, NY 10281.

2. The Debtors further request the Court's direction that a notation substantially similar to the following language be entered on the docket in each of the above-captioned cases, other than Chinos Holdings, Inc., to reflect the joint administration of the Debtors' chapter 11 cases:

An Order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of Chinos Holdings, Inc.; Chinos Intermediate Holdings A, Inc.; Chinos Intermediate, Inc.; Chinos Intermediate Holdings B, Inc.; J. Crew Group, Inc.; J. Crew Operating Corp.; Grace Holmes, Inc.; H.F.D. No. 55, Inc.; J. Crew Inc.; J. Crew International, Inc.; J. Crew Virginia, Inc.; Madewell Inc.; J. Crew Brand Holdings, LLC; J. Crew Brand Intermediate, LLC; J. Crew Brand, LLC; J. Crew Brand Corp.; J. Crew Domestic Brand, LLC; and J. Crew International Brand, LLC. The docket in Chinos Holdings, Inc., Case No. 20-[____] (____) should be consulted for all matters affecting the case.

3. The Debtors also seek authority to file the monthly operating reports required by the *Office of the United States Trustee for Eastern District of Virginia Richmond Division Chapter 11 Guidelines*, issued by the Office of the United States Trustee for the Eastern

District of Virginia (the “**U.S. Trustee**”), on a consolidated basis. The Debtors shall track and break out disbursements on a debtor-by-debtor basis in each monthly operating report.

4. A proposed form of order granting the relief requested herein is annexed hereto as **Exhibit A** (the “**Proposed Order**”).

Jurisdiction

5. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. § 157(b) and 1334, and the *Standing Order of Reference from the United States District Court for the Eastern District of Virginia*, dated July 10, 1984. This proceeding is core pursuant to 28 U.S.C. § 157(b) and may be determined by the Court. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Background

6. On the date hereof (the “**Petition Date**”), the Debtors each commenced with this Court a voluntary case under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). The Debtors are authorized to continue operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner, or statutory committee has been appointed in these chapter 11 cases.

7. Additional information regarding the Debtors’ business, capital structure, and the circumstances leading to the commencement of these chapter 11 cases is set forth in the *Declaration of Michael J. Nicholson in Support of the Debtors’ Chapter 11 Petitions and First Day Relief* (the “**First Day Declaration**”), filed contemporaneously herewith and incorporated herein by reference.

Relief Requested Should Be Granted

8. Bankruptcy Rule 1015(b) provides, in relevant part, that “[i]f . . . two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates.” Fed. R. Bankr. P. 1015(b). As set forth in the First Day Declaration, the Debtors in these chapter 11 cases are all “affiliates” as that term is defined in section 101(2) of the Bankruptcy Code. Accordingly, this Court is authorized to grant the relief requested herein.

9. In addition, Local Bankruptcy Rule 1015-1 provides, in relevant part, as follows:

In all joint petitions filed with the Court, the case will be administered through joint administration of the estates unless the trustee or other interested party files an objection to joint administration within 14 days after the meeting of creditors and gives notice of a hearing date on such objection.

Local Bankr. R. 1015-1.

10. Courts in this district have previously granted relief similar to the relief that the Debtors request herein. *See, e.g., In re Pier 1 Imports, Inc.*, No. 20-30805 (KRH) [Docket No. 76] (Bankr. E.D. Va. Feb. 18, 2020); *In re Gemstone Solutions Group, Inc.*, No. 19-30258 (KLP) [Docket No. 60] (Bankr. E.D. Va. Jan. 17, 2019); *In re Toys “R” Us, Inc.*, No. 17-34665 (KLP) [Docket No. 78] (Bankr. E.D. Va. Sept. 19, 2017); *In re Gymboree Corp.*, No. 17-32986 [Docket No. 69] (KLP) (Bankr. E.D. Va. June 12, 2017); *In re Penn Virginia Corp.*, No. 16-32395 (KLP) [Docket No. 67] (Bankr. E.D. Va. May 13, 2016); *In re Alpha Nat. Res., Inc.*, No. 15-33896 (KRH) [Docket No. 129] (Bankr. E.D. Va. Aug. 5, 2015); *In re James River Coal Co.*, Case No. 14-31848 (KRH) [Docket No. 91] (Bankr. E.D. Va. Apr. 10, 2014).

11. As set forth in the First Day Declaration, the Debtors operate an integrated business with common ownership and control under Chinos Holdings, Inc. There are eighteen

debtors, with collectively over 31,000 creditors and other parties in interest in these chapter 11 cases. Joint administration will allow for the efficient and convenient administration of the Debtors' interrelated chapter 11 cases, will yield significant cost savings, and will not prejudice the substantive rights of any party in interest. Joint administration of the Debtors' chapter 11 cases will save the Debtors and their estates substantial time and expense because it will remove the need to prepare, replicate, file, and serve duplicative notices, applications, and orders. Furthermore, joint administration will relieve the Court of entering duplicative orders and maintaining duplicative files and dockets. The U.S. Trustee and other parties in interest will similarly benefit from joint administration of these chapter 11 cases, as it will spare them the time and effort of reviewing duplicative pleadings and papers.

12. Moreover, joint administration will not adversely affect creditors' rights because this Motion requests only the administrative consolidation, and not the substantive consolidation, of the Debtors' estates. As such, each creditor will continue to hold its claim against a particular Debtor's estate after this Motion is approved.

13. Based on the foregoing, the relief requested herein is necessary and appropriate, is in the best interests of the Debtors' estates and creditors, and should be granted in all respects.

Waiver of Separate Memorandum of Points and Authorities

14. The Debtors respectfully request that the Court regard any argument and citations set forth herein as a written memorandum of facts, reasons, and authorities that has been combined with the relief requested herein, as permitted by Local Bankruptcy Rule 9013-1(G)(1). Alternatively, the Debtors respectfully request that the Court waive any requirement set forth in

Local Bankruptcy Rule 9013-1(G)(1) that this Motion be accompanied by such a written memorandum.

Notice

15. Notice of this Motion will be provided to (a) the U.S. Trustee; (b) the holders of the 30 largest unsecured claims against the Debtors on a consolidated basis; (c) counsel to the DIP Agent; (d) counsel to the Prepetition ABL Agent; (e) counsel to the Prepetition Term Loan Agent; (f) counsel to the IPCo Notes Trustees; (g) counsel to the Ad Hoc Committee; (h) counsel to the Sponsors; (i) the Internal Revenue Service; (j) the United States Attorney's Office for the Eastern District of Virginia; (k) the Securities and Exchange Commission; and (l) any other party that has requested service pursuant to Bankruptcy Rule 2002 as of the time of service (collectively, the "**Notice Parties**"). The Debtors believe that no further notice is required under the circumstances.

No Prior Request

16. No previous request for the relief sought herein has been made by the Debtors to this or any other court.

WHEREFORE the Debtors respectfully request entry of the Proposed Order granting the relief requested herein and such other and further relief as the Court may deem just and appropriate.

Dated: May 4, 2020
Richmond, Virginia

/s/ Nathan Kramer

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*Proposed Attorneys for Debtors
and Debtors in Possession*

Exhibit A

Proposed Order

WEIL, GOTSHAL & MANGES LLP

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Proposed Attorneys for Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

-----	X	
	:	
In re:	:	Chapter 11
	:	
J. CREW VIRGINIA, INC.,	:	Case No. 20-[____] (____)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 03-0375626	:	
-----	X	
	:	
In re:	:	Chapter 11
	:	
CHINOS HOLDINGS, INC.,	:	Case No. 20-[____] (____)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 27-4173834	:	
-----	X	
	:	
In re:	:	Chapter 11
	:	
CHINOS INTERMEDIATE HOLDINGS A, INC.,	:	Case No. 20-[____] (____)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 27-4553301	:	
-----	X	

----- X
In re: : Chapter 11
: :
CHINOS INTERMEDIATE, INC., : Case No. 20-[____] (____)
: :
Debtor. : :
: :
Fed. Tax Id. No. 37-1873871 :
----- X

In re: : Chapter 11
: :
CHINOS INTERMEDIATE :
HOLDINGS B, INC., : Case No. 20-[____] (____)
: :
Debtor. : :
: :
Fed. Tax Id. No. 27-4553244 :
----- X

In re: : Chapter 11
: :
J. CREW GROUP, INC., : Case No. 20-[____] (____)
: :
Debtor. : :
: :
Fed. Tax Id. No. 22-2894486 :
----- X

In re: : Chapter 11
: :
J. CREW OPERATING CORP., : Case No. 20-[____] (____)
: :
Debtor. : :
: :
Fed. Tax Id. No. 22-3540930 :
----- X

----- X
In re: : Chapter 11
GRACE HOLMES, INC., : Case No. 20-[____] (____)
Debtor. :
Fed. Tax Id. No. 22-1691409 :
----- X

In re: : Chapter 11
H.F.D. NO. 55, INC., : Case No. 20-[____] (____)
Debtor. :
Fed. Tax Id. No. 22-1869438 :
----- X

In re: : Chapter 11
J. CREW INC., : Case No. 20-[____] (____)
Debtor. :
Fed. Tax Id. No. 22-2516360 :
----- X

In re: : Chapter 11
J. CREW INTERNATIONAL, INC., : Case No. 20-[____] (____)
Debtor. :
Fed. Tax Id. No. 51-0342712 :
----- X

In re: : Chapter 11
MADEWELL INC., : Case No. 20-[____] (____)
Debtor. :
Fed. Tax Id. No. 20-4928609 :
----- X

----- X
In re: : Chapter 11
: :
J. CREW BRAND HOLDINGS, LLC, : Case No. 20-[____] (____)
: :
Debtor. : :
: :
Fed. Tax Id. No. 82-1807625 :
----- X

In re: : Chapter 11
: :
J. CREW BRAND INTERMEDIATE, LLC, : Case No. 20-[____] (____)
: :
Debtor. : :
: :
Fed. Tax Id. No. 82-1793860 :
----- X

In re: : Chapter 11
: :
J. CREW BRAND, LLC, : Case No. 20-[____] (____)
: :
Debtor. : :
: :
Fed. Tax Id. No. 82-1761647 :
----- X

In re: : Chapter 11
: :
J. CREW BRAND CORP., : Case No. 20-[____] (____)
: :
Debtor. : :
: :
Fed. Tax Id. No. 82-1751616 :
----- X

In re: : Chapter 11
: :
J. CREW DOMESTIC BRAND, LLC, : Case No. 20-[____] (____)
: :
Debtor. : :
: :
Fed. Tax Id. No. 82-1778962 :
----- X

-----	x	
	:	
In re:	:	Chapter 11
	:	
J. CREW INTERNATIONAL	:	
BRAND, LLC	:	Case No. 20-[____] (____)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 82-1807471	:	
-----	x	

**ORDER PURSUANT TO FED. R. BANKR. P.
1015(b) (I) DIRECTING JOINT ADMINISTRATION OF
CHAPTER 11 CASES, AND (II) GRANTING RELATED RELIEF**

Upon the motion (the “**Motion**”)¹ of Chinos Holdings, Inc. and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 1015-1 of the Local Rules of the United States Bankruptcy Court for the Eastern District of Virginia (the “**Local Bankruptcy Rules**”), for entry of an order (a) directing joint administration of their chapter 11 cases for procedural purposes only, and (b) granting related relief, all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157(a)–(b) and 1334(b), and the *Standing Order of Reference from the United States District Court for the Eastern District of Virginia*, dated July 10, 1984; and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to the Notice Parties, and it appearing that no other or further notice

¹ Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Motion.

need be provided; and this Court having held a hearing to consider the relief requested in the Motion; and upon the First Day Declaration, and the record of the hearing on the Motion; and all objections to the relief requested in the Motion on an interim basis having been withdrawn, resolved, or overruled; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT

1. The Motion is granted to the extent set forth herein.
2. The above-captioned chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by this Court under Case No. 20-_____ ().
3. Nothing in the Motion or this Order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of these chapter 11 cases, the Debtors, or the Debtors' estates, and this Order shall be without prejudice to the rights of the Debtors to seek entry of an Order substantively consolidating their respective cases.

4. The caption of the jointly administered cases shall read as follows:

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

	X	
	:	
In re	:	Chapter 11
	:	
CHINOS HOLDINGS, INC., et al.,	:	Case No. 20-[____] (____)
	:	
Debtors.¹	:	(Jointly Administered)
	:	
	X	

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, as applicable, are Chinos Holdings, Inc. (3834); Chinos Intermediate Holdings A, Inc. (3301); Chinos Intermediate, Inc. (3871); Chinos Intermediate Holdings B, Inc. (3244); J. Crew Group, Inc. (4486); J. Crew Operating Corp. (0930); Grace Holmes, Inc. (1409); H.F.D. No. 55, Inc. (9438); J. Crew Inc. (6360); J. Crew International, Inc. (2712); J. Crew Virginia, Inc. (5626); Madewell Inc. (8609); J. Crew Brand Holdings, LLC (7625); J. Crew Brand Intermediate, LLC (3860); J. Crew Brand, LLC (1647); J. Crew Brand Corp. (1616); J. Crew Domestic Brand, LLC (8962); and J. Crew International Brand, LLC (7471). The Debtors' corporate headquarters and service address is 225 Liberty St., New York, NY 10281.

5. The Debtors shall maintain, and the Clerk of the United States Bankruptcy Court for the Eastern District of Virginia shall keep, one consolidated docket, one file, and one consolidated service list for these chapter 11 cases.

6. The Debtors are authorized to file the monthly operating reports required by the *Operating Guidelines and Reporting Requirements of the United States Trustee for Chapter 11 Debtors in Possession and Chapter 11 Trustees*, issued by the Office of the United States Trustee for the Eastern District of Virginia, on a consolidated basis, but the Debtors shall track and break out disbursements on a debtor-by-debtor basis in each monthly operating report.

7. A docket entry shall be made in each of the above-captioned cases, other than Chinos Holdings, Inc., substantially as follows:

An Order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of Chinos Holdings, Inc., Chinos Intermediate Holdings A, Inc.,

Chinos Intermediate, Inc., Chinos Intermediate Holdings B, Inc., J. Crew Group, Inc., J. Crew Operating Corp., Grace Holmes, Inc., H.F.D. No. 55, Inc., J. Crew Inc., J. Crew International, Inc., J. Crew Virginia, Inc., Madewell Inc., J. Crew Brand Holdings, LLC, J. Crew Brand Intermediate, LLC, J. Crew Brand, LLC, J. Crew Brand Corp., J. Crew Domestic Brand, LLC, and J. Crew International Brand, LLC. The docket in Chinos Holdings, Inc., Case No. 20-_____ () should be consulted for all matters affecting this case.

8. Notwithstanding any provision in the Bankruptcy Rules to the contrary, this Order shall be immediately effective and enforceable upon its entry.

9. The requirement under Local Bankruptcy Rule 9013-1(G) to file a memorandum of law in connection with the Motion is waived.

10. The Debtors are authorized to take all action necessary to effectuate the relief granted in this Order.

11. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

Dated: _____, 2020
Richmond, Virginia

UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

/s/ Nathan Kramer

HUNTON ANDREWS KURTH LLP

Tyler P. Brown (VSB No. 28072)

Henry P. (Toby) Long, III (VSB No. 75134)

Nathan Kramer (VSB No. 87720)

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*Proposed Attorneys for Debtors
and Debtors in Possession*

**CERTIFICATION OF ENDORSEMENT
UNDER LOCAL BANKRUPTCY RULE 9022-1(C)**

I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Nathan Kramer